

**Before the
COPYRIGHT ROYALTY BOARD
LIBRARY OF CONGRESS
Washington, D.C.**

In the Matter of)
)
)

ADJUSTMENT OF RATES AND TERMS)
FOR PREEXISTING SUBSCRIPTION)
SERVICES AND SATELLITE DIGITAL)
AUDIO RADIO SERVICES)

Docket No. 2006-1 CRB DSTRA

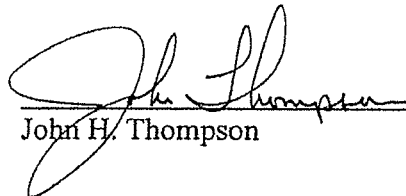
DECLARATION AND CERTIFICATION OF JOHN H. THOMPSON

I am counsel for XM Radio, Inc. ("XM Radio") in Docket No. 2006-1 CRB DSTRA and respectfully submit this declaration in support of XM Radio's Production of Documents (as amended on April 1, 2007) and service of Interrogatory Responses.

I have reviewed the documents produced and interrogatory responses served by XM Radio, and have also reviewed the definitions and terms provided in the Protective Order. Pursuant to this definition, certain of the documents produced in this production and the interrogatory responses generally are marked "Restricted" as they contain information that is proprietary, not available to the public, and is commercially sensitive, or they contain highly confidential business information, financial projections, financial data, or competitive strategy that is proprietary, not available to the public, and is commercially sensitive. If this information were to become public, it would provide an unfair competitive advantage to the witnesses' competitors and entities with whom they do business, and would commercially disadvantage XM Radio. Consequently, pursuant to the Protective Order, such documents have been marked "Restricted."

Under the Copyright Royalty Judges Rules and Procedures, 37 C.F.R. § 350.4(e)(1), I declare that all material marked "Restricted" meets the definition set forth in the Protective Order.

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that, to the best of my knowledge, information, and belief, the foregoing is true and correct.



John H. Thompson

Dated: April 1, 2007

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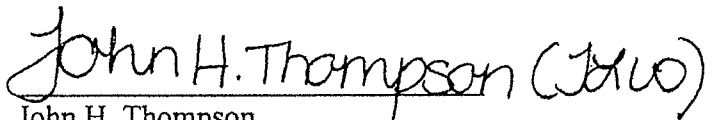
DECLARATION AND CERTIFICATION OF JOHN H. THOMPSON

I am counsel for XM Radio, Inc. ("XM Radio") in Docket No. 2006-1 CRB DSTRA and respectfully submit this declaration in support of XM Radio's Second Production of Documents.

I have reviewed the documents produced and interrogatory responses served by XM Radio, and have also reviewed the definitions and terms provided in the Protective Order. Pursuant to this definition, certain of the documents produced in this production and generally are marked "Restricted" as they contain information that is proprietary, not available to the public, and is commercially sensitive, or they contain highly confidential business information, financial projections, financial data, or competitive strategy that is proprietary, not available to the public, and is commercially sensitive. If this information were to become public, it would provide an unfair competitive advantage to the witnesses' competitors and entities with whom they do business, and would commercially disadvantage XM Radio. Consequently, pursuant to the Protective Order, such documents have been marked "Restricted."

Under the Copyright Royalty Judges Rules and Procedures, 37 C.F.R. § 350.4(e)(1), I declare that all material marked "Restricted" meets the definition set forth in the Protective Order.

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that, to the best of my knowledge, information, and belief, the foregoing is true and correct.


John H. Thompson

Dated: April 20, 2007

CERTIFICATE OF SERVICE

I, Albert Peterson, hereby certify that a copy of the foregoing letter has been served this 14th day of May, 2007 by electronic mail to the following persons:

Bruce G. Joseph
Michael L. Sturm
Thomas W. Kirby
Karyn K. Ablin
Matthew J. Astle
Benjamin B. Reed
WILEY REIN LLP
1776 K Street, N.W.
Washington, DC 20006
(P) 202/719-7258
(F) 202/719-7049
bjoseph@wileyrein.com
kablin@wileyrein.com
Counsel for Sirius Satellite Radio Inc.

R. Bruce Rich
Bruce Meyer
John Thompson
Mark Fiore
Todd Larson
WEIL, GOTSHAL & MANGES LLP
767 5th Ave.
New York, New York 10153
(P) 212/310-8170
(F) 212/310-8007
r.bruce.rich@weil.com
Counsel for XM Satellite Radio Inc.

Paul M. Fakler
David Rabinowitz
Julie Stark
Christopher R. Gresh
Moses & Singer LLP
405 Lexington Avenue
New York, NY 10174
(P) 212/554-7632
(F) 917/206-4336
pfakler@mosessinger.com
Counsel for Music Choice



Albert Peterson